

GOVERNANCE REVIEW – TERMS OF REFERENCE

June 13, 2012

Review areas:

1) Board:

- a) Review the governance structure and systems (how the Board makes decisions, communications and key relationships) through:
 - i) Review what the Board sees as its main priorities relative to how the organization is being governed and how policy setting is addressed.
 - ii) Assess how the Board has been governing to date and what style has evolved.
 - iii) Review the present legislative decision-making processes of the Board
 - iv) Identify how the Board can best fulfill its governance obligations and expectations
- b) Assess the Boards ongoing support of the strategic plan and review the process that the Board has taken to date in establishing its own sense of priorities with regard to the future vision of the community.
- c) Review the reporting relationships, roles and responsibilities of the Board back to the partner Councils and CAOs.

2) Owners:

- a) Examine the role of the Board vis a vis the role of the partner Councils.
- b) Examine the current relationship between the Board and the partnering Councils and how this relationship affects decision making.
- c) Examine and review the current Part 9 Agreement as it relates to the governance structure ensuring appropriate Board decisions can be made at the Board level and decisions for the partnering municipalities are referred for appropriate action.
- d) Examine the linkages between the board and the three Councils
- e) Analyze how the present decision making outcomes are communicated to the owners
- f) Examine the communications process in place related to the articles of the Part 9 Company and how Board decisions are communicated to the owners

3) Administration:

- a) Examine the linkages between the Board, General Manager and the organization. Analyze how the present governing system is linked to the General Manager and the organization
- b) Examine the communication processes in place related to the governance model and how the Boards messages are communicated to the organization and the public.

- c) Identify those areas which are felt to be strengths and/or weaknesses of the present day system and how these might best be retained or enhanced.
- d) Assess the implementation of the Boards directives by the current General Manager based on the preferred governing style of the present Board

4) Organization-wide:

- a) Review and assess current practices for preparing Board information, advising the Board, conducting meetings, following up on Board decisions and handling public inquiries.
- b) Examine the committee system or model used by the Board and assess the committee system/model as a decision making tool.

5) Board Composition:

- a) Review and assess the current composition of the Board appointments under the Articles of the Part 9 Company.
 - i) Assess the effectiveness of the current Board composition for engaging and representing the three owners and the broader community interest.
- b) Examine alternate models for the composition of the Board that would preserve/enhance the balanced representation from the 3 owners and includes the perspective of the broad community interest.
- c) Review the Board appointments tenure.